

0100873023

**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

19739

1995

AM

December 1, 1995

Mr. Vernon Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is  
a Bill of Sale dated 11/29/95 involving the following parties:

Seller: Norfolk & Western Railway Company  
Norfolk, VA 23510

Buyer: NorRail, Inc.  
308 12th Avenue South  
Buffalo, NY 55313

The equipment included in this transaction is as follows:

Equipment: 100, 5200 cf Covered Hoppers  
NW 172010-172367, NI  
(See Exhibit A)

Please file this agreement as a primary document. The filing fee  
of \$21 is enclosed. Thank you for your assistance.

Sincerely,

*Mary A. Oster*

Mary Ann Oster  
Research Consultant

RECEIVED

DEC 1 10 33 AM '95

*Counterparts - Mary A. Oster*



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/1/95

Office Of The Secretary

Mary AnnOster  
Research Consultant  
Oster Researching Services  
12897 Colonial Drive  
Mt. Airy, Maryland 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/1/95 at 9:55AM , and assigned recordation number(s). 19739, 19740, 19740-A, 19740-B and 18976-P.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)  
(0100873023)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19739

1995

AM

Exchange #14  
(NorRail)BILL OF SALE

Norfolk and Western Railway Company ("Seller") for valuable consideration paid by NorRail, Inc. ("Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, sell, transfer, quitclaim and set over unto the Buyer, its successors and assigns, all its right, title and interest in the units of used railroad equipment identified on Exhibit A attached hereto (the "Equipment").

TO HAVE AND TO HOLD the Equipment unto Buyer, its successors and assigns, for its and their own use forever.

Seller hereby warrants to Buyer that Seller is the lawful owner of the Equipment, has valid title thereto, is duly authorized to sell the same and that title to the Equipment is transferred free of all liens, security interests or encumbrances.

THE EQUIPMENT IS BEING SOLD ON AN "AS IS, WHERE IS" BASIS AND WITH ALL FAULTS. EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO REPRESENTATION OR WARRANTY, EITHER EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE EQUIPMENT, INCLUDING WITHOUT LIMITATION ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY AND SHALL NOT BE LIABLE FOR LOST PROFITS OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR COMMERCIAL LOSSES OF ANY KIND.

This Bill of Sale is delivered pursuant to that certain Sale Agreement made as of October 10, 1995, between Seller and Buyer. All terms and conditions of that Sale Agreement shall survive execution and delivery of this Bill of Sale, and shall continue in full force and effect, indefinitely.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer, this 29th day of November, 1995.

NORFOLK AND WESTERN RAILWAY COMPANY

By:

James A. Hutto  
Vice President

Attest:

Deborah M. Martin  
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA )  
CITY OF NORFOLK )

On this 27<sup>th</sup> day of November, 1995, before me personally appeared James A. Nixon, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk and Western Railway Company, a Virginia corporation, that the seal affixed to the foregoing Bill of Sale is the corporate seal of said corporation, that the Bill of Sale was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

Sandra J. Gorby  
Notary Public

My commission expires: MARCH 31, 1998

(Seal)

# EXHIBIT A

One hundred (100) used 5200 cu. ft. covered hopper cars, bearing the following identifying initials and unit numbers:

NW 172010	NW 172100	NW 172201	NW 172268
NW 172015	NW 172103	NW 172202	NW 172271
NW 172019	NW 172105	NW 172210	NW 172278
NW 172020	NW 172110	NW 172211	NW 172283
NW 172023	NW 172112	NW 172217	NW 172290
NW 172026	NW 172117	NW 172218	NW 172292
NW 172028	NW 172118	NW 172222	NW 172294
NW 172029	NW 172120	NW 172224	NW 172303
NW 172032	NW 172128	NW 172225	NW 172307
NW 172035	NW 172131	NW 172227	NW 172308
NW 172042	NW 172132	NW 172237	NW 172312
NW 172045	NW 172137	NW 172238	NW 172323
NW 172057	NW 172138	NW 172240	NW 172324
NW 172062	NW 172142	NW 172245	NW 172327
NW 172064	NW 172150	NW 172247	NW 172328
<b>NW 172068</b>	NW 172153	NW 172250	NW 172335
NW 172071	NW 172158	NW 172252	NW 172341
NW 172075	NW 172160	NW 172254	NW 172346
NW 172080	NW 172164	NW 172256	NW 172349
NW 172089	NW 172166	NW 172258	NW 172352
NW 172090	NW 172167	NW 172259	NW 172353
NW 172095	NW 172171	NW 172261	NW 172354
NW 172096	NW 172173	NW 172263	NW 172357
NW 172097	NW 172177	NW 172265	NW 172361
NW 172098	NW 172198	NW 172266	NW 172367